

EXHIBIT 'A'

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Delphi Corporation,

Debtor.

Wachovia Bank, National Association,

Appellant,

v.

Delphi Corporation, *et al.*,

Appellees.

1:07-cv-05656-SAS

**CONSENT ORDER STAYING APPEAL
AND TOLLING ALL BRIEFING DEADLINES**

Upon the Motion, dated June 22, 2007 (the "Motion"), by consent, of Wachovia Bank, National Association ("Appellant") for the entry of an order staying the above-captioned appeal (the "Appeal") and tolling all briefing deadlines in the Appeal; and due and proper notice of the Motion having been made on all necessary parties; and all parties to the Appeal having consented to the relief requested by the Motion and the entry of this Order; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Appeal is stayed and all briefing deadlines in the Appeal are tolled; and it is further

ORDERED that the stay of the Appeal shall continue in effect until such time as this Court, upon a motion by Appellant or Appellees for cause shown or *sua sponte*, enters an order lifting the stay imposed by this Order.

Dated: _____, 2007
New York, New York

UNITED STATES DISTRICT JUDGE